

Patricia M. French Senior Attorney

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August 19, 2005

BY HAND DELIVERY AND E-FILE

Mary L. Cottrell, Secretary Department of Telecommunications and Energy One South Station Boston, MA 02110

Re: Bay State Gas Company, D.T.E. 05-27

Dear Ms. Cottrell:

Enclosed for filing, on behalf of Bay State Gas Company ("Bay State"), please find Bay State's response to the following discovery request of the Department:

RR-DTE-161 CONFIDENTIAL BULK

By way of explanation Bay State would state as follows.

RR-DTE-161 CONFIDENTIAL BULK provides the invoices from outside contractors (i.e., Section 3 of each Attachment), Work Order Management System ("WOMS") reports listing invoiced amounts (Section 2 of each Attachment), and construction authorizations and estimates based on contractor bids (Section 1 of each Attachment). As such, this response contains confidential, competitively sensitive information that should not be divulged. A Motion for Protective Treatment is enclosed.

Accordingly, a single copy of this response is being filed in a series of sealed boxes with the Hearing Officer. Any other party may seek access pursuant to a mutually acceptable confidentiality agreement.

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¹ The Company notes that given the volume of paper associated with this response, a series of boxes are being filed, each one sealed and marked CONFIDENTIAL, which includes all of the requested paperwork associated with each of the respective unprotected steel infrastructure replacement projects by division (i.e., Lawrence, Springfield and Brockton). The projects associated with the Lawrence and Springfield divisions are included with this letter, and the projects associated with the Brockton Division will be filed under separate cover as they are available over the next few days.

Please do not hesitate to telephone me with any questions whatsoever.

Very truly yours,

Patricia M. French

cc: Caroline O'Brien Bulger, Esq., Hearing Officer (1 copy)
A. John Sullivan, DTE (7 copies)
Andreas Thanos, Ass't Director, Gas Division
Paul E. Osborne, Ass't Director, Rates & Revenue Requirements Div.
Alexander Cochis, Assistant Attorney General (4 copies)
Service List (electronic copy)

COMMONWEALTH OF MASSACHUSETTS DEPARTMENT OF TELECOMMUNICATIONS AND ENERGY

Petition of Bay State Gas Company
For Approval of Revised Tariffs
And Other Rate Modifications

D.T.E. 05-27

MOTION OF BAY STATE GAS COMPANY FOR PROTECTIVE TREATMENT

I. INTRODUCTION

Pursuant to 220 C.M.R. 1.04(5)(a), Bay State Gas Company ("Bay State") requests that the Department of Telecommunications and Energy ("Department") grant protection from public disclosure, pursuant to G.L. c. 25, § 5D, for Sections 1 through 3 of all Attachments to Bay State's response to record request RR-DTE-161, which seeks copies of outside contractor invoices, a breakdown of the direct and indirect costs, and closing reports associated with Bay State's Steel Infrastructure Replacement ("SIR") program for 2005. The response contains confidential and competitively sensitive information contained in outside contractor invoices, Work Order Management System ("WOMS") reports, and construction authorizations and estimates. The contractor invoices are included as Section 3 of each attachment. Section 2 of each attachment contains WOMS reports, which include summaries of the confidential and competitively sensitive cost information that is contained in the invoices associated with the SIR program. Section 1 of each attachment contains the project authorization and cost estimate for each SIR program project, which are based upon competitive bid information.

In support of its request for protective treatment, Bay State states as follows:

II. THE MATERIALS ARE A TYPE THAT MAY BE PROTECTED BY THE DEPARTMENT

A. Standard of Review

Confidential information may be protected from public disclosure in accordance with G.L. c. 25, § 5D, which states, in pertinent part:

The [D]epartment may protect from public disclosure, trade secrets, confidential, competitively sensitive or other proprietary information provided in the course of proceedings conducted pursuant to this chapter. There shall be a presumption that the information for which such protection is sought is public information and the burden shall be on the proponent of such protection to prove the need for such protection. Where the need has been found to exist, the [D]epartment shall protect only so much of the information as is necessary to meet such need.

Towards this end, the Department has developed a three-part standard for assessing requests for protective treatment. First, the information for which protection is sought must constitute "trade secrets, [or] confidential, competitively sensitive or proprietary information." Second, the party seeking protection from disclosure must overcome the statutory presumption that the public is benefited by disclosure of that information by "proving" the need for non-disclosure. Finally, the Department will protect only so much of the information as is necessary to meet the established need. See, e.g., Boston Gas Co., D.T.E. 03-40 (2003); Western Mass. Elec. Co., D.T.E. 99-56 (1999).

B. <u>The Contractor Invoices Included in Section Three of the Attachments to RR-DTE-</u>161 Warrant Protective Treatment

The contractor invoices submitted in Section 3 of the Attachments to RR-DTE-161 include information regarding the cost of services provided by contractors hired to work on Bay State's SIR program. All contracts are awarded after Bay State conducts a Request For

Appropriate considerations with respect to the public interest include an assessment of the interests at stake, the likely harm that would result from public disclosure of information, and the public policy implications of such disclosure. See, e.g., Essex Co. Gas Co., D.P.U. 96-105 (1996); Berkshire Gas Co., D.P.U. 93-187/188/189/190 (1994); Boston Gas Co., D.P.U. 92-259 (1993).

Proposals ("RFP") process in which a number of contractors compete for the work. The invoices submitted by winning contractors must be protected to ensure that Bay State receives the lowest and best offers to do the same and similar work in the future. If the confidentiality of invoices submitted for work on Bay State's SIR program is not protected, competitors of the contractors currently working with Bay State on the SIR program will have the ability to recreate the winning bid in past competitive bidding processes. Such an opportunity is tantamount to releasing the winning bid itself.

The work generated by Bay State's SIR program will require many bidding processes over the next two to three years. The public disclosure of the invoices contained in Section 3 of the Attachments to RR-DTE-161 could compromise Bay State's future bargaining position when Bay State seeks bids from outside contractors to work on the SIR program because a bidder could potentially determine the amount of the winning bid from the invoices. Such knowledge could chill competition by artificially setting the low end of the bid spectrum because parties aware of winning bids for past work will unlikely bid below a disclosed final negotiated rate.

Public disclosure of invoices associated with Bay State's SIR program would threaten Bay State's competitive position in the market for contractor services. Protecting the confidentiality of invoices and therefore preventing the disclosure of a final negotiated rate will increase competitiveness because the low end of the range of submitted bids will not be artificially capped. Protection of the confidentiality of these invoices will therefore enhance Bay State's ability to negotiate the best bargain for the same or similar services in the future.

In addition, the outside contractors that have submitted invoices to Bay State could not have anticipated such potential exposure and may, themselves, face competitive harm by the public disclosure of the price information submitted in their invoices. Disclosure of the price

information contained in the SIR related invoices may impede the contractors' ability to negotiate better terms for the provision of services to other parties they may seek to contract with.

Furthermore, the creation of such a disadvantageous bargaining position for parties that contract with Bay State to perform SIR related work relative to parties that chose not to contract with Bay State to perform SIR related work could cause contractors to determine not to participate in a future Bay State bid process or to determine not to enter a contract to perform SIR related work for Bay State. If fewer parties choose to engage in future competitive bidding or enter into contracts with Bay State to perform SIR related work, Bay State could face increasing difficulty in negotiating advantageous rates for the same or similar services.

Finally, the outside contractors are not parties to this proceeding and cannot make their own request for protective treatment. Thus, Bay State's request for protective treatment also protects the outside contractor's interests in maintaining the confidentiality of this information.

The Department has ruled that bid information is confidential and competitively sensitive and that disclosure of such information could undermine the negotiation process. <u>See</u>, <u>e.g.</u>, <u>Fitchburg Gas and Elec. Co.</u>, D.T.E. 98-121 (1999). That is why the Department previously has extended protective treatment over similar information. <u>See id.</u>

D. <u>The Summaries of Price Information Contained in the WOMS Reports Included as</u> Section Two of the Attachments to RR-DTE-161 also Warrant Protective Treatment

For the reasons stated above, the price information summarized in the WOMS Reports included as Section 2 of the Attachments to RR-DTE-161 should also be provided confidential treatment.

E. <u>The Project Authorizations and Estimates Included in Section One of the Attachments to RR-DTE-161 Warrant Protective Treatment</u>

Project authorizations and estimates are based directly on contractor bids and invoices submitted for past projects. For the reasons stated above, the materials contained in Section 1 of the Attachments to RR-DTE-161 contain confidential and competitively sensitive information and should be provided protective treatment.

III. CONCLUSION

WHEREFORE, for the foregoing reasons, Bay State respectfully requests that the Department grant Bay State's Motion for Protective Treatment over the Attachments to RR-DTE-161.

Respectfully submitted,
BAY STATE GAS COMPANY
By its attorneys,

Patricia M. French Senior Attorney NISOURCE CORPORATE SERVICES 300 Friberg Parkway Westborough, MA 01581 Tel (508) 836-7394 Fax (508) 836-7039

Robert L. Dewees, Jr. NIXON PEABODY LLP 100 Summer Street Boston, MA 02110 Tel (617) 345-1316 Fax (866) 947-1870

Dated: August 19, 2005

CERTIFICATION

I certify that I served today a copy of the attached Motion of Bay State Gas Company for Protective Treatment by hand delivery, first class mail postage prepaid or electronically on the Department of Telecommunications and Energy and all parties on the service list on file with the Secretary of the Department of Telecommunications and Energy for this proceeding.

Dated at Westborough, Massachusetts this 19th day of August, 2005

COMMONWEALTH OF MASSACHUSETTS DEPARTMENT OF TELECOMMUNICATIONS AND ENERGY

RESPONSE OF BAY STATE GAS COMPANY TO RECORD REQUESTS FROM THE D.T.E. D.T.E. 05-27

Date: August 19, 2005

Responsible: John E. Skirtich, Consultant (Revenue Requirements)

Danny G. Cote, General Manager

CONFIDENTIAL / BULK RESPONSE

RR-DTE-161: Provide all invoices, a breakdown of the direct and indirect overhead costs, work orders and closing reports associated with the SIR program from January through close of record.

Response:

Portions of the response to this request include confidential information that is appropriate for protection from public disclosure. Accordingly, a single copy of the CONFIDENTIAL attachments are being filed only with the Hearing Officer and the Attorney General, accompanied by a Motion for Protective Treatment. Any other party may seek access pursuant to a mutually-agreed upon confidentiality agreement.

In response to this record request, the Company has compiled all of the currently available documentation requested associated with each of the Steel Infrastructure Replacement ("SIR") program projects that have been authorized and planned for construction in 2005. All projects listed in the Attachments are currently approved and scheduled for completion in 2005. The 2005 SIR construction season began in May and is expected to end in November. Certain projects have not yet had work orders issued, so no invoices have been generated. Some projects may be modified during the remainder of 2005, based on the timing of municipal improvements, the nature of the permits that are granted by municipalities, scheduling conflicts, or other unanticipated changes in construction conditions. Overhead charges assigned to a given project may vary from month-to-month, but the Company anticipates an annual overhead rate of 34% to be applied.

Given the short amount of time available to prepare this response, the Company has not had time to create a table that cross-references work order detail reports with invoices. In addition, the Company has not had the time to reconcile certain differences between authorized project expenditure levels and final project costs. The Company would be amenable to providing that, or further, information the Department may require.

¹ The Company notes that this response includes some projects that began in 2004 but that were completed in 2005.

See Attachment RR-DTE-161 TABLE for a summary list of the authorized and planned 2005 SIR program projects provided as part of this response.

See Attachments RR-DTE-161 (1) through (26) for the requested documents for all approved and planned SIR Projects located in the Company's Lawrence service territory to be completed during 2005.

See Attachments RR-DTE-161 (27) through (36a) for the requested documents for all approved and planned SIR Projects located in the Company's Springfield service territory to be completed during 2005.

See Attachments RR-DTE-161 (37) through (157) for the requested documents for all approved and planned SIR Projects located in the Company's Brockton service territory to be completed during 2005.

Each Attachment constitutes a single SIR project and includes five (5) sections.

- Section 1 (CONFIDENTIAL) includes project authorizations and estimates.
- Section 2 (CONFIDENTIAL) includes work order management reports, which contain lists of invoices generated for each project.
- Section 3 (CONFIDENTIAL) includes all confidential contractor invoices.
- Section 4 (NON-CONFIDENTIAL) includes all non-confidential non-contractor invoices.
- Section 5 (NON-CONFIDENTIAL) includes distribution work orders, material tickets and permit requests.

CONFIDENTIAL / BULK RESPONSE

Service Territory LAWRENCE	Project ID #	Attachment #
	L05B6001	Att. RR-DTE-161 (1.1 - 1.5)
	L05B6002	Att. RR-DTE-161 (2.1 - 2.5)
	L05B6003	Att. RR-DTE-161 (3.1 - 3.5)
	L05B6005	Att. RR-DTE-161 (4.1 - 4.5)
	L05B6006	Att. RR-DTE-161 (5.1 - 5.5)
	L05B6007	Att. RR-DTE-161 (6.1 - 6.5)
	L05B6008	Att. RR-DTE-161 (7.1 - 7.5)
	L05B6009	Att. RR-DTE-161 (8.1 - 8.5)
	L05B6010	Att. RR-DTE-161 (9.1 - 9.5)
	L05B6011	Att. RR-DTE-161 (10.1 - 10.5)
	L05B6012	Att. RR-DTE-161 (11.1 - 11.5)
	L05B6013	Att. RR-DTE-161 (12.1 - 12.5)
	L05B6014	Att. RR-DTE-161 (13.1 - 13.5)
	L05B6015	Att. RR-DTE-161 (14.1 - 14.5)
	L05B6016	Att. RR-DTE-161 (15.1 - 15.5)
	L05B6017	Att. RR-DTE-161 (16.1 - 16.5)
	L05B6018	Att. RR-DTE-161 (17.1 - 17.5)
	L05B6019	Att. RR-DTE-161 (18.1 - 18.5)
	L05B6020	Att. RR-DTE-161 (19.1 - 19.5)
	L05B6021	Att. RR-DTE-161 (20.1 - 20.5)
	L05B6022	Att. RR-DTE-161 (21.1 - 21.5)
	L05B6023	Att. RR-DTE-161 (22.1 - 22.5)
	L05B6024	Att. RR-DTE-161 (23.1 - 23.5)
	L05B6025	Att. RR-DTE-161 (24.1 - 24.5)
	L05B6028	Att. RR-DTE-161 (25.1 - 25.5)
	L05B9999	Att. RR-DTE-161 (26.1 - 26.5) Service Blanket Authorization

SPRINGFIELD SUSB6001 Att. RR-DTE-161 (27.1 - 27.5)	Service Territory	Project ID#	Attachment #
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S05B6008		S05B6004	Att. RR-DTE-161 (30.1 - 30.5)
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B05B6029 Att. RR-DTE-161 (63.1 - 63.5) B05B6030 Att. RR-DTE-161 (64.1 - 64.5) BROCKTON B05B6031 Att. RR-DTE-161 (65.1 - 65.5) B05B6032 Att. RR-DTE-161 (66.1 - 66.5) B05B6033 Att. RR-DTE-161 (67.1 - 67.5)			Att. RR-DTE-161 (62.1 - 62.5)
B05B6030 Att. RR-DTE-161 (64.1 - 64.5) BROCKTON B05B6031 Att. RR-DTE-161 (65.1 - 65.5) B05B6032 Att. RR-DTE-161 (66.1 - 66.5) B05B6033 Att. RR-DTE-161 (67.1 - 67.5)			
BROCKTON B05B6031 Att. RR-DTE-161 (65.1 - 65.5) B05B6032 Att. RR-DTE-161 (66.1 - 66.5) B05B6033 Att. RR-DTE-161 (67.1 - 67.5)		B05B6030	` ,
B05B6032 Att. RR-DTE-161 (66.1 - 66.5) B05B6033 Att. RR-DTE-161 (67.1 - 67.5)	BROCKTON	B05B6031	
· · ·		B05B6032	
B05B6034 Att. RR-DTE-161 (68.1 - 68.5)		B05B6033	Att. RR-DTE-161 (67.1 - 67.5)
		B05B6034	Att. RR-DTE-161 (68.1 - 68.5)

Service Territory	Project ID #	Attachment #
•	B05B6035	Att. RR-DTE-161 (69.1 - 69.5)
	B05B6036	Att. RR-DTE-161 (70.1 - 70.5)
	B05B6035	Att. RR-DTE-161 (70.1a - 70.5a)
	B05B6038	Att. RR-DTE-161 (71.1 - 71.5)
	B05B6039	Att. RR-DTE-161 (72.1 - 72.5)
	B05B6049	Att. RR-DTE-161 (72.1a - 72.5a)
	B05B6041	Att. RR-DTE-161 (72.1b - 72.5b)
	B05B6042	Att. RR-DTE-161 (72.1c - 72.5c)
	B05B6043	Att. RR-DTE-161 (72.1d - 72.5d)
	B05B6044	Att. RR-DTE-161 (73.1 - 73.5)
	B05B6045	Att. RR-DTE-161 (74.1 - 74.5)
	B05B6046	Att. RR-DTE-161 (75.1 - 75.5)
	B05B6047	Att. RR-DTE-161 (76.1 - 76.5)
	B05B6048	Att. RR-DTE-161 (76.1a - 76.5a)
	B05B6049	Att. RR-DTE-161 (77.1 - 77.5)
	B05B6050	Att. RR-DTE-161 (78.1 - 78.5)
	B05B6051	Att. RR-DTE-161 (78.1a - 78.5a)
	B05B6052	Att. RR-DTE-161 (78.1b - 78.5b)
	B05B6053	Att. RR-DTE-161 (78.1c - 78.5c)
	B05B6054	Att. RR-DTE-161 (79.1 - 79.5)
	B05B6055	Att. RR-DTE-161 (80.1 - 80.5)
	B05B6056	Att. RR-DTE-161 (81.1 - 81.5)
	B05B6057	Att. RR-DTE-161 (82.1 - 82.5)
	B05B6058	Att. RR-DTE-161 (83.1 - 83.5)
	B05B6059	Att. RR-DTE-161 (84.1 - 84.5)
	B05B6060	Att. RR-DTE-161 (85.1 - 85.5)
	B05B6062	Att. RR-DTE-161 (86.1 - 86.5)
	B05B6063	Att. RR-DTE-161 (86.1a - 86.5a)
	B05B6064	Att. RR-DTE-161 (87.1 - 87.5)
	B05B6065	Att. RR-DTE-161 (88.1 - 88.5)
	B05B6066	Att. RR-DTE-161 (89.1 - 89.5)
	B05B6067	Att. RR-DTE-161 (90.1 - 90.5)
	B05B6068	Att. RR-DTE-161 (91.1 - 91.5)
	B05B6069	Att. RR-DTE-161 (92.1 - 92.5)
	B05B6070	Att. RR-DTE-161 (93.1 - 93.5)
	B05B6071	Att. RR-DTE-161 (94.1 - 94.5)
	B05B6072	Att. RR-DTE-161 (95.1 - 95.5)
	B05B6073	Att. RR-DTE-161 (95.1a - 95.5a)
	B05B6074	Att. RR-DTE-161 (96.1 - 96.5)
BROCKTON	B05B6075	Att. RR-DTE-161 (97.1 - 97.5)
	B05B6077	Att. RR-DTE-161 (98.1 - 98.5)
	B05B6078	Att. RR-DTE-161 (99.1 - 99.5)
	B05B6079	Att. RR-DTE-161 (100.1 - 100.5)
	B05B6080	Att. RR-DTE-161 (101.1 - 101.5)
	B05B6081	Att. RR-DTE-161 (102.1 - 102.5)
	B05B6082	Att. RR-DTE-161 (103.1 - 103.5)
	B05B6083	Att. RR-DTE-161 (104.1 - 104.5)

Service Territory	Project ID #	Attachment #
	B05B6084	Att. RR-DTE-161 (105.1 - 105.5)
	B05B6085	Att. RR-DTE-161 (106.1 - 106.5)
	B05B6086	Att. RR-DTE-161 (107.1 - 107.5)
	B05B6087	Att. RR-DTE-161 (108.1 - 108.5)
	B05B6088	Att. RR-DTE-161 (109.1 - 109.5)
	B05B6089	Att. RR-DTE-161 (110.1 - 110.5)
	B05B6090	Att. RR-DTE-161 (111.1 - 111.5)
	B05B6091	Att. RR-DTE-161 (112.1 - 112.5)
	B05B6092	Att. RR-DTE-161 (113.1 - 113.5)
	B05B6093	Att. RR-DTE-161 (114.1 - 114.5)
	B05B6094	Att. RR-DTE-161 (115.1 - 115.5)
	B05B6095	Att. RR-DTE-161 (116.1 - 116.5)
	B05B6096	Att. RR-DTE-161 (117.1 - 117.5)
	B05B6097	Att. RR-DTE-161 (118.1 - 118.5)
	B05B6098	Att. RR-DTE-161 (119.1 - 119.5)
	B05B6099	Att. RR-DTE-161 (120.1 - 120.5)
	B05B6100	Att. RR-DTE-161 (121.1 - 121.5)
	B05B6101	Att. RR-DTE-161 (122.1 - 122.5)
	B05B6102	Att. RR-DTE-161 (123.1 - 123.5)
	B05B6103	Att. RR-DTE-161 (124.1 - 124.5)
	B05B6104	Att. RR-DTE-161 (125.1 - 125.5)
	B05B6105	Att. RR-DTE-161 (126.1 - 126.5)

Service Territory	Project ID#	Attachment #
BROCKTON	B05B6106	Att. RR-DTE-161 (127.1 - 127.5)
	B05B6107	Att. RR-DTE-161 (128.1 - 128.5)
	B05B6108	Att. RR-DTE-161 (129.1 - 129.5)
	B05B6109	Att. RR-DTE-161 (130.1 - 130.5)
	B05B6110	Att. RR-DTE-161 (131.1 - 131.5)
	B05B6112	Att. RR-DTE-161 (132.1 - 132.5)
	B05B6113	Att. RR-DTE-161 (133.1 - 133.5)
	B05B6114	Att. RR-DTE-161 (134.1 - 134.5)
	B05B6115	Att. RR-DTE-161 (135.1 - 135.5)
	B05B6116	Att. RR-DTE-161 (136.1 - 136.5)
	B05B6117	Att. RR-DTE-161 (137.1 - 137.5)
	B05B6118	Att. RR-DTE-161 (138.1 - 138.5)
	B05B6119	Att. RR-DTE-161 (139.1 - 139.5)
	B05B6120	Att. RR-DTE-161 (140.1 - 140.5)
	B05B6121	Att. RR-DTE-161 (141.1 - 141.5)
	B05B6122	Att. RR-DTE-161 (142.1 - 142.5)
	B05B6123	Att. RR-DTE-161 (143.1 - 143.5)
	B05B6124	Att. RR-DTE-161 (144.1 - 144.5)
	B05B6125	Att. RR-DTE-161 (145.1 - 145.5)
	B05B9999	Att. RR-DTE-161 (146.1 - 146.5) Service Blanket Authorization
	B04D6002	Att. RR-DTE-161 (147.1 - 147.5)
	B04D6003	Att. RR-DTE-161 (148.1 - 148.5)
	B04D6005	Att. RR-DTE-161 (149.1 - 149.5)
	B04D6007	Att. RR-DTE-161 (150.1 - 150.5)
	B04D6011	Att. RR-DTE-161 (151.1 - 151.5)
	B04D6014	Att. RR-DTE-161 (152.1 - 152.5)
	B04D5016	Att. RR-DTE-161 (153.1 - 153.5)
	B04D6018	Att. RR-DTE-161 (154.1 - 154.5)
	B04D6019	Att. RR-DTE-161 (155.1 - 155.5)
	B04D6020	Att. RR-DTE-161 (156.1 - 156.5)
	B04D6021	Att. RR-DTE-161 (157.1 - 157.5)